DELAWDER DAN Form 4

April 02, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **DELAWDER DAN**

(Last) (First) (Middle)

50 N. THIRD STREET

(Street)

NEWARK, OH 43055

2. Issuer Name and Ticker or Trading

Symbol

PARK NATIONAL CORP /OH/ [PRK]

3. Date of Earliest Transaction (Month/Day/Year)

03/31/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman of the Board

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Person

Issuer

below)

_X__ Director

X_ Officer (give title

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price 1,372.22 Common 03/31/2018(1) M A (1) 56,652.22 D **Shares** (1) Common 1,338.89 03/31/2018(2) A (2) D A 57,991.11 (2) Shares Common F 03/31/2018 829.54 D 57,161.57 D 103.76 Shares Common 1,881.57 D 03/31/2018(3) <u>(3)</u> 55.280 D (3) Shares <u>(3)</u> Common 03/31/2018(3) 1.881.57 Α 2,806.395 I C. Daniel (3) DeLawder Shares Managing

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			Agency Account
Common Shares	50,232	I	Diane S., spouse
Common Shares	23,123.732 (4)	I	KSOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and As Underlying Se (Instr. 3 and 4		
	Security			Code	1 7	(A)	(D)	Date Exercisable	Expiration Date	Title
PBRSUs	<u>(5)</u>	03/31/2018		M	V	(A)	(D) 1,372.22	03/31/2018(5)	<u>(5)</u>	Common Shares
PBRSUs	(2) (6)	03/31/2018(2)(6)		A		1,338.89		(2)(6)	(2)(6)	Common Shares

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
DELAWDER DAN 50 N. THIRD STREET NEWARK, OH 43055	X		Chairman of the Board	
Signatures				
/s/ C. Daniel DeLawder by Bra POA	04/02/2018			

Explanation of Responses:

**Signature of Reporting Person

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

Reporting Owners 2

Date

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These common shares of Park National Corporation ("Park") were acquired upon the satisfaction of a service-based vesting requirement whereby performance-based restricted stock units ("PBRSUs") were converted into Park common shares on a one-for-one basis.

Effective March 31, 2018 (the "2015 PBRSU Certification Date"), the Compensation Committee of the Board of Directors of Park certified the level of achievement with respect to the performance criteria for the three-fiscal-year performance period applicable to PBRSUs granted to the reporting person effective January 2, 2015. The PBRSUs convert into Park common shares on a one-for-one

- (2) basis. The PBRSUs earned based on the performance level achieved are also subject to a service-based vesting requirement with 50% vesting (resulting in the right to receive the 1,338.89 common shares shown in the second row in Table I) on the 2015 PBRSU Certification Date and the other 50% to vest on the first anniversary of the 2015 PBRSU Certification Date (shown in the second row in Table II as a derivative security).
- (3) Includes 1,881.57 common shares of Park, previously owned directly by the reporting person, which were transferred on March 31, 2018 to the C. Daniel DeLawder Managing Agency Account.
- (4) Between January 1 and March 31, 2018, the reporting person acquired 489.932 common shares under the Park National Corporation Employees Stock Ownership Plan (the "KSOP"). The information in this report is based on a plan statement dated as of March 31, 2018.
- (5) These PBRSUs converted into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement pursuant on March 31, 2018.
- These PBRSUs were earned based on the performance level achieved as described in footnote (2) and are also subject to service-based (6) vesting pursuant to which they are to vest on the first anniversary of the 2015 PBRSU Certification Date. Each PBRSU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.